

CERTIFICATION OF Eddie W. Hennessee

I, Eddie W. Hennessee, Assistant Treasurer for Investments and Benefits, of the Tennessee Consolidated Retirement System ("TCRS"), hereby declare that:

1. I am authorized to make a certification on behalf of TCRS.
2. I have reviewed the complaints filed in this action alleging violations of the securities laws and TCRS is willing to serve as a lead plaintiff in this case and all other related cases that may be consolidated with it. I have also reviewed the Motion for Consolidation, Appointment as Lead Plaintiff, and Approval of Lead Counsel filed herewith.
3. TCRS did not purchase the securities that are the subject of this action at the direction of the plaintiff's counsel or in order to participate in any private action arising under the federal securities laws.
4. TCRS is willing to serve as a representative party on behalf of a class, including providing testimony at deposition and trial if necessary. TCRS fully understands the duties and responsibilities of the Lead Plaintiff under the Private Securities Litigation Reform Act of 1995, specifically concerning its selection and retention of counsel and overseeing and directing the prosecution of the action on behalf of the class.
5. TCRS' transactions in Citigroup, Inc. common stock during the proposed class period are set forth in Schedule A hereto.
6. TCRS has not served or sought to serve as a class representative in any action brought under the federal securities laws filed during the 3-year period preceding the date on which this certification is signed.
7. TCRS will not accept any payment for serving as a representative party on behalf of a class beyond its pro-rata share of any recovery, except as ordered or approved by the court,

including any reward to a representative plaintiff of reasonable costs and expense directly related to the representation of the class.

8. I declare under penalty of perjury that the foregoing is true and correct, executed on this day 4th day of January 2008.


Eddie W. Hennessee

SCHEDULE A

<u>TRADE DATE</u>	<u>TRANSACTION TYPE</u>	<u>QUANTITY (UNITS)</u>	<u>TRANS PRICE</u>
2/27/2004	Buy	150,000	\$50.061
2/27/2004	Buy	150,000	\$50.127
4/1/2004	Buy	50,000	\$52.311
5/3/2004	Buy	23,000	\$48.598
5/4/2004	Buy	150,000	\$48.942
8/9/2004	Buy	23,000	\$43.515
11/5/2004	Buy	115,000	\$46.398
11/8/2004	Buy	32,000	\$46.249
12/17/2004	Buy	150,000	\$46.744
2/17/2005	Buy	50,000	\$49.015
3/30/2005	Buy	80,000	\$44.670
4/19/2005	Buy	70,000	\$46.691
7/20/2005	Buy	150,000	\$44.314
9/21/2005	Buy	5,000	\$45.140
11/9/2005	Buy	5,000	\$46.893
11/10/2005	Buy	5,000	\$47.675
11/16/2005	Buy	10,000	\$47.872
11/17/2005	Buy	5,000	\$47.625
11/28/2005	Buy	5,000	\$49.469
12/12/2005	Buy	95,000	\$48.720
12/21/2005	Buy	60,000	\$49.486
2/1/2006	Buy	150,000	\$46.531
2/13/2006	Buy	75,000	\$45.720
3/6/2006	Buy	162,000	\$45.971
5/8/2006	Buy	10,000	\$50.395
5/8/2006	Buy	29,000	\$50.200
5/23/2006	Buy	150,000	\$49.100
9/26/2006	Buy	41,300	\$50.084
10/23/2006	Buy	20,000	\$50.127
10/24/2006	Buy	40,000	\$50.460
10/26/2006	Buy	10,000	\$50.960
11/13/2006	Buy	10,000	\$50.649
11/14/2006	Buy	20,000	\$50.835
11/21/2006	Buy	10,000	\$50.801
11/27/2006	Buy	411,000	\$49.834
11/28/2006	Buy	36,900	\$49.678
12/11/2006	Buy	10,000	\$52.511
1/23/2007	Buy	10,000	\$54.693
2/20/2007	Buy	140,000	\$54.355
4/16/2007	Buy	10,000	\$52.843
4/17/2007	Buy	5,000	\$52.584
5/21/2007	Buy	10,000	\$55.021
5/24/2007	Buy	10,000	\$55.378
8/8/2007	Buy	6,300	\$49.651
8/20/2007	Buy	26,000	\$48.307
10/25/2007	Buy	20,000	\$40.822
10/29/2007	Buy	71,000	\$42.834
10/29/2007	Buy	40,000	\$42.662
11/2/2007	Buy	100,000	\$38.506
11/6/2007	Buy	50,000	\$35.311
11/7/2007	Buy	50,000	\$34.858

SCHEDULE A

<u>TRADE DATE</u>	<u>TRANSACTION TYPE</u>	<u>QUANTITY (UNITS)</u>	<u>TRANS PRICE</u>
11/9/2007	Buy	10,000	\$32.204
11/9/2007	Buy	10,000	\$33.998
11/14/2007	Buy	5,000	\$36.959
1/12/2004	Sell	300,000	\$49.580
2/20/2004	Sell	60,000	\$48.663
3/1/2004	Sell	71,000	\$50.398
5/12/2004	Sell	60,000	\$45.435
5/18/2004	Sell	30,000	\$45.072
7/20/2004	Sell	15,000	\$43.887
8/18/2004	Sell	260,998	\$45.463
9/8/2004	Sell	450,000	\$46.903
9/17/2004	Sell	20,000	\$46.819
10/5/2004	Sell	15,000	\$44.624
2/14/2005	Sell	226,000	\$49.213
3/22/2005	Sell	10,000	\$45.878
5/2/2005	Sell	89,000	\$46.486
7/18/2005	Sell	50,000	\$45.304
7/19/2005	Sell	10,000	\$44.598
7/22/2005	Sell	10,000	\$44.168
7/28/2005	Sell	10,000	\$44.078
9/2/2005	Sell	300,000	\$43.922
1/5/2006	Sell	10,000	\$48.561
1/30/2006	Sell	5,000	\$46.691
2/9/2006	Sell	5,000	\$45.665
6/12/2006	Sell	105,006	\$49.323
6/23/2006	Sell	200,000	\$47.731
6/26/2006	Sell	100,000	\$47.673
6/28/2006	Sell	100,000	\$47.656
7/21/2006	Sell	40,000	\$47.002
8/7/2006	Sell	41,000	\$48.293
9/26/2006	Sell	60,000	\$49.887
11/6/2006	Sell	77,000	\$50.039
2/9/2007	Sell	50,000	\$54.112
2/28/2007	Sell	25,000	\$50.369
3/20/2007	Sell	36,000	\$50.493
3/29/2007	Sell	58,000	\$51.420
4/10/2007	Sell	2,700	\$52.202
5/31/2007	Sell	260,000	\$54.570
7/9/2007	Sell	40,000	\$51.512
8/15/2007	Sell	20,000	\$45.557
9/25/2007	Sell	30,000	\$46.222
10/1/2007	Sell	10,000	\$46.148
11/14/2007	Sell	90,000	\$36.528